

## CCAA ByLaws

CCAA By-Laws (10-20-2013)

### ARTICLE I – ORGANIZATION

1. NAME: The name of the Corporation is Cape Cod Art Association, Inc. (hereinafter CCAA or The Corporation)

2. CHARTER:

The Corporation functions in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts and, with tax exempt status under Internal Revenue Code section 501(c) (3).

The Corporation's purpose is: "To promote the appreciation, education, exhibition, sale and distribution of the visual arts on Cape Cod and to further an understanding relationship between workers in these arts and the public..."

3. LOCATION:

The Cape Cod Art Association studios, galleries and place of business are located on Route 6A, Village of Barnstable, County of Barnstable, Commonwealth of Massachusetts. Its address is: PO Box 85, 3480 Route 6A, Barnstable, MA 02630.

4. CORPORATE SEAL:

The Corporation shall have a seal as follows: It shall be circular in form, bear the name of the Corporation, the date of the incorporation and the word "Massachusetts".

5. FISCAL YEAR:

The fiscal year will be the calendar year, January 1st to December 31st. An annual financial independent review will be made at the close of each year.

### ARTICLE II – MEMBERSHIP

1. ASSOCIATE MEMBERS:

Any person may become an Associate Member by completion of the membership application and payment of the appropriate annual fee. Associate Members are entitled to participate in all activities of the Association with the exception of exhibiting in Members' shows.

2. JURIED ARTIST MEMBERS:

Any Associate Member may apply for Juried Artist Membership by submitting a portfolio of recent work in accordance with the Association's procedure. Acceptance is based upon the approval of a portfolio review panel.

### 3. OTHER MEMBERSHIPS:

The Board of Directors may, from time to time, establish other categories of honorary memberships for the purpose of recognizing significant long-term service, major contributions or generous donations made by specific individuals.

### 4. DUES:

The Board of Directors will annually review dues for each calendar year and for all categories of membership.

## ARTICLE III – OFFICERS AND DIRECTORS

### 1. OFFICERS:

The Officers of the Corporation must all be directors and shall consist of: a President, a Vice President, a Treasurer, and a Secretary, who are elected annually by vote of the Members of the Board of Directors at its first meeting immediately following the Annual Meeting. The Board of Directors may also elect an Assistant Secretary and Assistant Treasurer and additional Vice-Presidents as they see fit. Officers shall have a one-year term. The President and Vice President may be re-elected for two successive terms which commence at the Board meeting immediately following the Annual Meeting. The Treasurer and Secretary and their assistants, if any, may be re-elected for five successive terms which commence at the Board meeting immediately following the Annual Meeting. An officer who has completed the designated number of terms or leaves their position as an officer prior to the conclusion of the designated number of terms shall not be eligible to return to the same position until twelve months has passed.

The President shall be the Chief Executive Officer of the Corporation and shall have overall responsibility for the business affairs of the Association, and, when present, shall preside at all meetings of the Board of Directors.

The Vice President will, in the absence or disability of the President, have the authority of and perform all the duties of the President.

The Secretary shall record the minutes of the Board of Directors' and Annual meetings, oversee such correspondence and perform such duties as the Board of Directors may require.

The Assistant Secretary will, in the absence or disability of the Secretary, have the authority of and perform all the duties of the Secretary.

The Treasurer shall have custodial responsibility for all dues, fees and other funds and assets received by the Association; shall assure the payment of obligations of the Association; maintain records of all funds and assets received by the Association; deposit funds of the Association in such bank

accounts or invest them in such securities as may be designated by the Board of Directors; shall have the custody of all corporate funds, bank books and records, shall disperse all funds under documents in accordance with Association policy, on behalf of the Corporation; make financial reports at regular and special meetings; and arrange for financial reviews of the Association's books and records, and shall, if required by the Board of Directors, furnish a bond. The Treasurer must have the authority to hire and direct an Accountant to perform whatever scope of these tasks and the responsibility to review this work.

The Assistant Treasurer will, in the absence or disability of the Treasurer, have the authority of and perform all the duties of the Treasurer

## 2. DIRECTORS:

The Board of Directors shall consist of not less than eight nor more than twenty members. At each annual meeting a sufficient number of directors to meet this requirement shall be elected by the membership. Directors must attend a minimum of 70% of Board meetings to be eligible for re-election. Directors who are unable to attend meetings or who can no longer support the mission of the Cape Cod Art Association can be asked to resign their position with the organization.

Directors will be elected to serve a three-year term, and may serve for three consecutive terms. Director terms shall be overlapping to provide for continuity of service. A Board member who has completed three terms or who leaves the Board prior to conclusion of three terms shall not be eligible to return to the Board until twelve months has passed.

Subject to provisions of the laws of the Commonwealth of Massachusetts, of the Articles of Organization, and of these By-Laws, the Board of Directors shall have the powers and responsibilities generally vested in a Board of Directors, including, without limitation, the power and responsibility to establish policies and general direction of the Association.

The Board of Directors shall establish and maintain the policies and procedures of the Association, and have the entire control and management of the business affairs of the Corporation except such as by law, or by these by-laws, are conferred upon other Officers. The Board of Directors shall appoint Officers and Directors Pro Tempore to fill vacancies that may occur between annual voting.

**A paid** employee of the Association may also serve as a Director, however, as a Director shall have no vote on matters relating to his/her appointment, employment, tenure, performance or compensation. An employee of the

Association may not serve as an Officer.

A majority of the Board of Directors shall constitute a quorum for the conduct of business.

### 3. EXECUTIVE DIRECTOR:

The Executive Director shall be hired by the Board of Directors. The Executive Director shall have day-to-day responsibility for the affairs of the association, including carrying out Board policy, making financial decisions within the scope of the approved Budget and hiring and supervising the Staff. The Executive Director will attend, as a member, all Board and Executive Committee Meetings, having one vote and will issue a monthly report to the Board.

## ARTICLE IV – MEETINGS

### 1. BOARD OF DIRECTORS MEETINGS:

All meetings of the Membership and the Board of Directors will be held at the Association's facility, or other suitable alternate location. Meetings of the Board of Directors shall be held at such times as the Board may vote, or when called by the President.

### 2. ANNUAL MEETING:

The Annual Meeting of the Association shall be held each year at a date, time, and place to be determined by the Board of Directors, but not later than October 31 each year. The Annual Meeting will be conducted for the election of Directors, for the presentation of an annual report, and for the transaction of any appropriate business that may come before the Corporation. The Secretary shall send notice of the Annual Meeting, including the agenda and ballot, to all Members at least one month prior to the date of the meeting.

### 3. SPECIAL MEETINGS:

Special meetings of the members of the Corporation shall be held whenever called by the President, or by a majority of the Board of Directors, or whenever ten or more active members entitled to vote at the meeting on the subject matter in question, shall make a written application therefore to the Secretary, stating the time, place and purpose of the meeting applied for. The Secretary shall send notice of all such meetings as well as the Annual Meeting to all members.

### 4. QUORUM

At any meeting of the Membership, at least 10% of the then active Members, and at least one-half of the Board of Directors, shall constitute a quorum.

When a quorum is present, a majority vote will decide any question brought before such a meeting. In the absence of a Member, a signed, written proxy

will be accepted as a valid vote and included in the quorum count.

## ARTICLE V – COMMITTEES

### 1. EXECUTIVE COMMITTEE:

An Executive Committee may be appointed annually by the Board of Directors, and consist of the President, Vice President, Treasurer, Secretary, the Executive Director and any other members as required by the Board. The Executive Committee will meet as frequently as needed, and is responsible for carrying out the regular, day-to-day administrative, budgetary, supervisory, and other management tasks of the Association. The Board of Directors shall set limits of commitment of the Executive Committee and shall have the overall authority to approve or disapprove decisions or actions of the Executive Committee that may exceed those limits.

### 2. NOMINATING COMMITTEE:

A Nominating Committee, consisting of three qualified members of the Association, shall be appointed annually by the Board of Directors. The Nominating Committee shall conduct searches for, and review qualifications of, candidates for election as Officers and Directors. It shall select a slate and prepare a ballot for distribution to the Membership at least one month prior to the Annual Meeting.

### 3. OTHER COMMITTEES:

The Board of Directors will, from time to time, establish other standing or special committees, and appoint committee Chairpersons, to perform specific functions related to the business and activities of the Association. Committee Chairpersons will select committee members from the general Membership of the Association. No committee shall take steps to establish themselves as a formal business entity within or outside the Cape Cod Art Association without approval of three quarters of the CCAA board of Directors. These steps include but are not limited to, establishing tax ids, bank accounts, by-laws, etc. All new bank accounts must be approved by the CCAA Executive Committee.

## ARTICLE VI – REVISIONS

### AMENDMENTS:

1. The Corporation's By-Laws will be reviewed by the Board of Directors annually, and may be altered, amended or repealed at any regular or special meeting of the membership by the affirmative vote of two-thirds of the members present and voting.

## ARTICLE VII – RULES

1. CONDUCT OF MEETINGS: The Rules contained in Robert's Rules of

Order, Revised, shall govern the Association in all its regular and special meetings.

#### ARTICLE VIII – CONFLICT OF INTEREST

The Board of Directors shall comply with this Conflict of Interest Policy that states:

No Director may benefit personally from a decision that he or she may make.

Lack of adherence is subject to prompt removal from the Board if validated by a majority vote of the Board.

A director may be removed when sufficient cause exists for such removal.

- The Board of Directors may entertain charges against any director
- A Director may be represented by counsel upon any removal hearing.
- The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization

#### ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify and hold harmless each Director and Officer from and against any and all claims and liabilities to which he shall become subject by reason of having been a Director or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him as such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred by him in connection with any such claims or liability provided, however, that no such Director or Officer shall be indemnified against nor be reimbursed for any expenses incurred by him in connection with any claim arising out of his own intentional or willful misconduct. The rights accruing to any Director or Officer under the foregoing provisions of the Article shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such Director in any proper case even though not specifically herein provided for. The Corporation and its Directors and Officers shall be fully protected in taking any action or making payment under this Article or in refusing to do so in reliance upon advice of counsel. The Corporation may purchase and maintain insurance on behalf of the person to be indemnified.